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LAW OFFICES OF
LOUIS E. GITOMER

~~SURFACE TRANSPORTATION BOARD~~

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September 30, 2010

Ms. Cynthia T. Brown
Chief of the Section of Administration, Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D. C. 20423

Dear Ms. Brown:

I have enclosed for efilng the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Assignment of Subleases, a secondary document, dated as of September 30, 2010. The primary document to which this is connected is recorded under a new Recordation No. We request that this document be recorded under suffix "A" to the new Recordation No.

The names and addresses of the parties to the Memorandum of Assignment of Subleases are:

Lessor:

Banc of America Leasing & Capital, LLC
2059 Northlake Parkway, 4 South
Tucker, GA 30084

Lessee:

American Railcar Leasing LLC
620 North Second Street
St. Charles, MO 63301

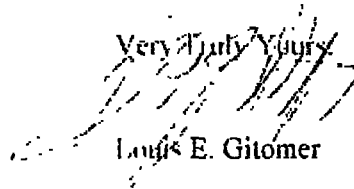
A description of the equipment covered by the Memorandum of Assignment of Subleases consists of 39 tank cars numbered SHPX 432927-432965, inclusive.

A fee of \$41.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer
600 Baltimore Avenue, Suite 301
Towson, MD 21204
Lou_Gitomer@verizon.net

Ms. Cynthia T. Brown
September 30, 2010
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A short summary of the document to appear in the index follows: a Memorandum of Assignment of Subleases between Banc of America Leasing & Capital, LLC, 2059 Northlake Parkway, 4 South, Tucker, GA 30084, and American Railcar Leasing LLC, 620 North Second Street, St. Charles, MO 63301, covering 39 tank cars numbered SHPX 432927-432965, inclusive.

Very Truly Yours

Louis E. Gitomer

Enclosure

~~CONFIDENTIAL~~ 29485A

SEP 30 '10 -12 10 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF ASSIGNMENT OF SUBLEASES

between

**AMERICAN RAILCAR LEASING LLC,
as Lessee**

and

**BANC OF AMERICA LEASING & CAPITAL, LLC,
as Lessor**

FILED WITH THE SURFACE TRANSPORTATION BOARD PURSUANT TO 49 U.S.C.
§11301

on September ____, 2010 at __: __.m

MEMORANDUM OF ASSIGNMENT OF SUBLEASES

THIS MEMORANDUM OF ASSIGNMENT OF SUBLEASES is effective as of September 30, 2010, by and between AMERICAN RAILCAR LEASING LLC ("Lessee") and BANC OF AMERICA LEASING & CAPITAL, LLC, ("Lessor"), with reference to the following:

Lessee, as lessee, Lessor, as lessor, are parties to that certain Subleasing Consent and Amendment dated as of June 30, 2010 (as amended, the "Subleasing Consent and Amendment") whereby Lessee has pledged, assigned, transferred and granted to Lessor, a continuing, first priority security interest in any and all Lease Agreements (as defined in the Subleasing Consent and Amendment) of the railcars described in Exhibit A hereto (the "Units"), together with all proceeds thereof, including proceeds in the form of goods, accounts, chattel paper, documents, instruments, general intangibles, investment property, deposit accounts, letter of credit rights and supporting obligations, and all books and records solely regarding the leasing or subleasing of the Units under the Agreement, the Schedules thereto and the Lease Agreements (each as defined in the Subleasing Consent and Amendment).

[signatures appear on next page]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Assignment of Subleases to be executed as of the date first above written.

Banc of America Leasing & Capital, LLC

American Railcar Leasing LLC

By:
Name: Gail C. Beall
Title: Vice President

By:
Name: Umesh Choksi
Title: CFO & Treasurer

STATE OF _____
COUNTY OF _____
TO WIT:

On this ____ day of September, 2010 before me appeared _____, to me personally known, who being by me duly sworn, says that he is the _____ of BANC OF AMERICA LEASING & CAPITAL, LLC, that said instrument was signed on September 20, 2010 on behalf of said corporation by authority of its Board of Directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Notarial Seal)

My commission expires:

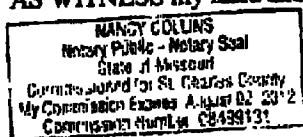
Notary Public

VIVIAN HANKINS
NOTARY PUBLIC
DeKalb County - State of Georgia
My Comm. Expires Oct. 20, 2012

STATE OF MISSOURI)
) ss.
COUNTY OF ST. CHARLES)

I HEREBY CERTIFY, that on this 28th day of September, 2010, before me, the undersigned, a Notary Public of the State of Missouri, personally appeared Umesh Choksi, to me personally known, who being by me duly sworn, says that he resides at St. Louis County, Missouri and is the SVP, Chief Financial Officer and Treasurer of AMERICAN RAILCAR LEASING LLC, that said instrument was signed on the date hereof on behalf of said limited liability company; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

AS WITNESS my hand and notarial seal.



Nancy Collins

Notary Public

My commission expires: _____

EXHIBIT A
DESCRIPTION OF UNITS

<u>Lessee</u>		<u>Contract</u>		
<u>Code</u>	<u>Lessee</u>	<u>Number</u>	<u>Mark</u>	<u>Number</u>
1908	EKA Chemicals, Inc.	89010001	SHPX	432927
1908	EKA Chemicals, Inc.	89010001	SHPX	432928
1908	EKA Chemicals, Inc.	89010001	SHPX	432929
1908	EKA Chemicals, Inc.	89010001	SHPX	432930
1908	EKA Chemicals, Inc.	89010001	SHPX	432931
1908	EKA Chemicals, Inc.	89010001	SHPX	432932
1908	EKA Chemicals, Inc.	89010001	SHPX	432933
1908	EKA Chemicals, Inc.	89010001	SHPX	432934
1908	EKA Chemicals, Inc.	89010001	SHPX	432935
1908	EKA Chemicals, Inc.	89010001	SHPX	432936
1908	EKA Chemicals, Inc.	89010001	SHPX	432937
1908	EKA Chemicals, Inc.	89010001	SHPX	432938
1908	EKA Chemicals, Inc.	89010001	SHPX	432939
1908	EKA Chemicals, Inc.	89010001	SHPX	432940
1908	EKA Chemicals, Inc.	89010001	SHPX	432941
1908	EKA Chemicals, Inc.	89010001	SHPX	432942
1908	EKA Chemicals, Inc.	89010001	SHPX	432943
1908	EKA Chemicals, Inc.	89010001	SHPX	432944
1908	EKA Chemicals, Inc.	89010001	SHPX	432945
1908	EKA Chemicals, Inc.	89010001	SHPX	432946
1908	EKA Chemicals, Inc.	89010001	SHPX	432947
1908	EKA Chemicals, Inc.	89010001	SHPX	432948
1908	EKA Chemicals, Inc.	89010001	SHPX	432949
1908	EKA Chemicals, Inc.	89010001	SHPX	432950
1908	EKA Chemicals, Inc.	89010001	SHPX	432951
1908	EKA Chemicals, Inc.	89010001	SHPX	432952
1908	EKA Chemicals, Inc.	89010001	SHPX	432953
1908	EKA Chemicals, Inc.	89010001	SHPX	432954
1908	EKA Chemicals, Inc.	89010001	SHPX	432955
1908	EKA Chemicals, Inc.	89010001	SHPX	432956
1908	EKA Chemicals, Inc.	89010001	SHPX	432957
1908	EKA Chemicals, Inc.	89010001	SHPX	432958
1908	EKA Chemicals, Inc.	89010001	SHPX	432959
1908	EKA Chemicals, Inc.	89010001	SHPX	432960
1908	EKA Chemicals, Inc.	89010001	SHPX	432961
1908	EKA Chemicals, Inc.	89010001	SHPX	432962
1908	EKA Chemicals, Inc.	89010001	SHPX	432963
1908	EKA Chemicals, Inc.	89010001	SHPX	432964

1908

EKA Chemicals, Inc.

89010001

SHPX

432965